



RICHMOND LEASING COMPANY 8925

777 SOUTH POST OAK ROAD • HOUSTON, TEXAS 77056 • 713-627-9004
RECORDATION NO. Filed & Recorded

No. 7-216A112

Date AUG 4 1977

Fee \$ 70

RECORDATION NO. 8925 Filed & Recorded

AUG 4 1977-1 40 PM August 2, 1977

AUG 4 1977-1 40 PM

INTERSTATE COMMERCE COMMISSION

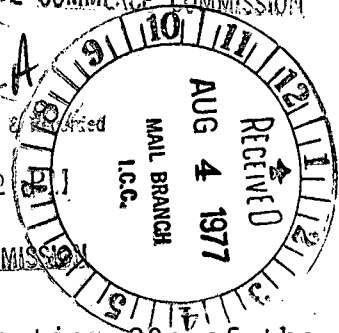
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 8925 Filed & Recorded

AUG 4 1977-1 40 PM

INTERSTATE COMMERCE COMMISSION



Gentlemen:

In accordance with the provisions of Section 20c of the Interstate Commerce Commérce Act and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Equipment Trust Agreement, Assignment, and Bill of Sale of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Equipment Trust Agreement dated as of August 2, 1977, by and between Richmond Leasing Company (vendor-lessee) and The First National Bank of Fort Worth (trustee-lessor), as Trustee (hereinafter the Equipment Trust Agreement, Series 11");
2. Three (3) executed counterparts of an Assignment dated as of August 2, 1977, by and between Richmond Leasing Company (Assignor) and The First National Bank of Fort Worth (Assignee), executed in connection with the Equipment Trust Agreement, Series 11; and
3. Three (3) executed counterparts of a Bill of Sale dated as of August 2, 1977, between Richmond Leasing Company and The First National Bank of Fort Worth.

The address of Richmond Leasing Company is 777 South Post Oak Road, Houston, Texas 77056, and the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76101.

The equipment covered by the Equipment Trust Agree-ment is described in Exhibit A hereto.

The equipment covered by the Bill of Sale and Assign-ment is described in Exhibit B hereto.

Handwritten signature: C. D. [unclear]

RECEIVED
AUG 4 1 30 PM '77

Secretary
Interstate Commerce Commission
August 2, 1977
Page Two

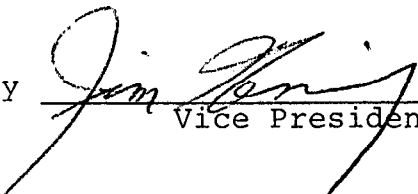
Enclosed is a check in the necessary amount to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Equipment Trust Agreement, Assignment, and Bill of Sale, with filing data thereon, following recordation, to the representative of Messrs. Baker & Botts who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice President

25-B
REGISTRATION NO. _____ Filed & Recorded
AUG 1 1977-1 42 PM
INTERSTATE COMMERCE COMMISSION

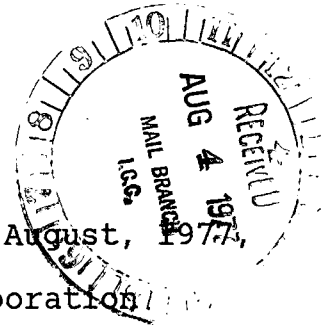
RICHMOND LEASING COMPANY
Equipment Trust, Series 11

Bill of Sale

THIS AGREEMENT, dated the 2nd day of August, 1977, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and The First National Bank of Fort Worth, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of August 2, 1977, by and between Seller and Buyer.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of all of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto




Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By 
Donald E. Jessie, President

(SEAL)

ATTEST:


S. Ann Lusk, Secretary

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared DONALD E. JESSIE, President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 1st day of August, 1977.

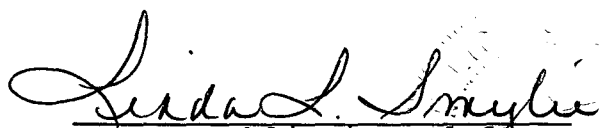

Notary Public in and for
Harris County, Texas

EXHIBIT A

RICHMOND LEASING COMPANY
EQUIPMENT TRUST, SERIES 11

<u>Lessee</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Maximum Cost</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
W. R. Grace & Company, Inc.	50	DOT105A300W	34,000	RTMX 3735 thru 3784	\$2,348,500	144 mo.	July 1977	\$27,500

EXHIBIT B

EXISTING LEASES

Tank Car Lease and Service Contract dated March 2, 1977,
between Richmond Leasing Company and W. R. Grace & Company
covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
65	34,000 gallons DOT105A300W	RTMX 3735 thru 3799